

RECORDATION NO. 22145-111
FILED

SEP 20 11 -2 38 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847 318 7575
Fax 847 318 7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

September 15, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S W , Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated September 12, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22145.

The names and addresses of the parties to the enclosed document are:

| | | | |
|--------|---|--------|---|
| Lessor | First Union Rail Corporation One O'Hare Centre 6250 N. River Road, Suite 5000 Rosemont, IL 60018 | Lessee | Southwest Rail Industries, Inc 501 South East Street Weimar, TX 78962 |
|--------|---|--------|---|

A description of the railroad equipment covered by the enclosed document is for fifteen (15) tank cars; having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(SR11044)

ASSGN NO SRII044

SEP 20 11 -2 38 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 12th day of September, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southwest Rail Industries, Inc. ("Lessee"), a Texas corporation

SURFACE TRANSPORTATION BOARD

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of June 1, 1993 as amended and assigned thereto, whereby Lessor has agreed to lease to Lessee a certain railcar pursuant to Rider No. 35 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of Sept. 12, 2010 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST

By [Signature]Name K A. DEMBROWSKITitle DIRECTOR OF DOCUMENTATIONBy [Signature]
Name John J Thomas
Title PresidentExecuted on this 12th day of Sept., 2011

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that JOHN J THOMAS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 12th day of September, 2011

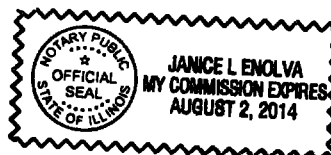
Janice L. Enolva

Notary Public

My Commission Expires

8-2-2014

(Notary Public)



LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC

By *Jason F. Huet*
Name Jason F. Huet
Title Vice President

ATTEST

By *Wade Cernosek*
Name Wade Cernosek
Title Controller

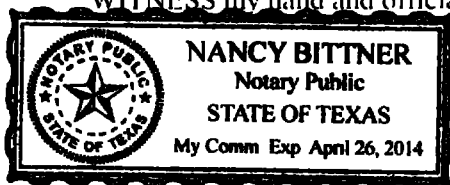
Executed on this 2nd day of September, 2011

[CORPORATE SEAL]

STATE OF Texas
COUNTY OF Colorado

I, NANCY BITTNER, a Notary Public of the County and State aforesaid, certify that JASON F HUETTE personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 2nd day of Sept, 2011



Nancy Bittner
Notary Public

Commission Expires

4-26 14
(Notary Public)

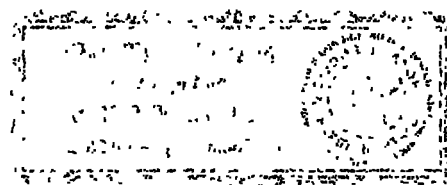


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS Fifteen (15)

DESCRIPTION OF CARS Tank Cars

CAR NUMBERS FURX 130280
 FURX 130281
 FURX 130283
 FURX 130284
 FURX 130285
 FURX 130286
 FURX 130288
 FURX 130289
 FURX 130290
 FURX 130346
 FURX 130351
 FURX 130352
 FURX 130353
 FURX 130354
 FURX 130359